

Department of Corporations Use Only

Fee Paid \$ _____

Receipt No. _____

DEPARTMENT OF CORPORATIONS

FILE NO. (if any) _____

Insert file number(s) of previous filings
before the Department, if any.

FILING FEE: \$25.00 \$35.00 \$50.00 \$150.00 \$300.00

See instructions and Rule 260.608.3, Title 10, California Code of Regulations

NOTICE TO CALIFORNIA COMMISSIONER OF CORPORATIONS OF
TRANSACTION UNDER RULE 260.105.33 AND/OR RULE 260.105.34
UNDER THE CORPORATE SECURITIES LAW OF 1968

() Original Notice () Amendment to Notice dated: _____

PLEASE COMPLETE EACH ITEM ACCORDING TO THE INSTRUCTIONS BELOW:

1. A. Name of Issuer: _____
(Insert legal name)
- B. Address of Principal Business Office of Issuer: _____
2. Other Issuer Information:
 - A. Type of Organization: _____
 - B. Year of Organization: _____
 - C. State of Organization: _____
3. Person to be contacted regarding this notice:
Name: _____
Mailing Address: _____
Phone: () _____
4. Transaction: (see instructions on reverse)
 - A. Rule Used: () 260.105.33 () 260.105.34
 - B. Proposed First Sale Date: _____
 - C. Securities Description: _____
 - D. Value of Securities: \$ _____
 - E. Convertible: () Yes () No
If yes, name of class: _____
5. () Attached is a consent to service of process required by Corporations Code Section 25165.
6. Execution on behalf of Issuer
Date of notice: _____

Authorized signature on behalf of issuer named above

Printed name of signatory

Title

(c) **General Instructions.**

- (1) Time to File: The notice pursuant to the exemptions from qualification under Rules 260.105.33 and 260.105.34 (Title 10, California Code of Regulations) is to be filed within 60 days after the first contractual commitment in this state to purchase the securities offered in the transaction. If none of the securities offered are sold in this state, a notice need not be filed.
- (2) "Transaction." File a separate notice for each transaction. For the purposes of this notice, "transaction" means:
 - A. All offers and sales of securities pursuant to a registration under Section 5 of the Securities Act of 1933 [or in the case of a "shelf registration" under Rule 415 (17 C.F.R. 230.415), pursuant to a supplement to the registration] or pursuant to notice filed under Section 4(6) of that act or Regulation A, B, D or E thereunder (17 C.F.R. Sections 230.251 to 230.264, 230.300 to 230.346, 230-501 to 230.506, and 230.601 to 230.610(a)).
 - B. Except as provided in subsection (A), the term "transaction" means all sales of securities would constitute a single transaction, based on the discussion of "integration" in Release 33-4552 under the Securities Act of 1933.
- (3) Form: Use the printed form available from any office of the Commissioner or type the form on one side of 8 1/2 by 11 inch white bond paper.
- (4) Filing Fee: Payment of the fee prescribed by Rule 260.608.3 is required only when an original notice is required to be filed for a transaction exempted by Rule 260.105.33, Rule 260.105.34 or both such rules. Neither a notice nor a fee is required if securities are offered but not sold in this state in the transaction. No fee is required for filing an amended notice unless the aggregate value of the securities sold is increased as explained in Rule 260.608.3.
 - (d) Instructions for Completing Items. In the heading portion of the form, insert the Department's file number for the issuer, if available, in the space provided, and circle or underline the amount of the fee specified for the notice by Rule 260.608.3.
- (1) The Issuer. Give the legal name of the issuer and the mailing address of its principal business office.
- (2) Other Issuer Information. Indicate the issuer's type of organization (e.g., "corporation", "partnership" or "business trust"), the jurisdiction under whose laws it was organized and the year of its incorporation or inception.
- (3) Contact Person: Indicate the name of the person to be contacted regarding the notice, including the name of that person's firm, and the person's mailing address and telephone number.
- 4) Transaction. See General Instructions.
 - (A) Rule Number. Indicate either Rule 260.105.33 or 260.105.34, or both such rules, as applicable.
 - (B) Proposed 1st Sale Date. Insert the date upon which it is believed that the first contractual commitment in this state was received in connection with the offering. If the first sale has not occurred, insert the date of the notice from Item 6.
 - (C) Securities Description. Insert a brief description of the security or securities, and indicate whether it is convertible into another class of securities of the issuer, and if so, the name of such other class.
 - (D) Value of Securities. Indicate the value of the securities sold or expected to be sold in the transaction, determined pursuant to Corporation Code Section 25608(g). The value of consideration other than cash may be determined by the issuer.
- (5) The consent to service of process should be filed on Form 260.165. It need not be filed if the issuer is a California corporation or if the issuer has a consent to service on file with the Commissioner.
- (6) Execution. The notice should be manually signed by a person authorized to do so on behalf of the issuer.